

BAWANYAIR
PRODUCTS LIMITED

BAP/PSX/ 1117 /19
December 16, 2019

The Deputy General Manager
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
Karachi.

Dear Sir,

Sub : DISCLOSURE UNDER TAKEOVER REGULATIONS

It is hereby informed that Bawany Air Products Limited has received firm intention (copy enclosed) from Fossil Energy (Private) Limited to acquire more than 50% voting shares of Bawany Air Products Limited beyond the threshold prescribed under section 111 of the Securities Act, 2015. This intention has been notified to the Board of Directors of Bawany Air Products Limited on December 16, 2019.

The Pakistan Stock Exchange is requested to make the above information immediately available to the shareholders of Bawany Air Products Limited under Regulation 5(1) by placing it on the notice board and through notification on automated information system and make an announcement on the house of the exchange.

Yours truly,

M. Hanif Y. Bawany
Chief Executive Officer

December 16, 2019

Deputy General Manager

Pakistan Stock Exchange
Stock Exchange Building
Stock Exchange Road
Karachi

Executive Director

Public Offering and regulated Persons Department
Securities Market Division
Securities & Exchange Commission of Pakistan
NIC Building, Jinnah Avenue, Blue Area
Islamabad, Pakistan

Chief Executive Officer

Bawany Air Products Limited
16-C 2nd Floor. Nadir House,
I.I. Chundrigar Road, Karachi

Subject: Public Announcement of Intention to acquire more than 50% of the issued and paid up share capital and control in Bawany Air Products Limited under Securities Act, 2015 (Act) and Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017 ('Regulations')

Dear Sir,

We Intermarket Securities Limited have been appointed as the Manager to the Offer by Fossil Energy (Private) Limited ('the Acquirer'), in accordance with the provisions of the Securities Act 2015 and Regulations 2017.

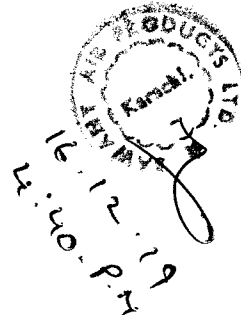
On behalf of the Acquirer, we would like to submit a Public Announcement of intention to acquire more than 50% of the issued and paid up share capital of Bawany Air Products Limited (the 'Target Company') together with management control.

This Public Announcement of Intention is intended to be published in one English and one Urdu newspaper on December 18, 2019 in accordance with the regulations and the Act.

Best Regards,

Noor Hameed

Mian Noor Hameed
Chief Executive Office
Intermarket Securities Limited



Enclosure: Copy of Public Announcement of Intention

**PUBLIC ANNOUNCEMENT OF INTENTION TO ACQUIRE MORE THAN 50% SHARES
AND CONTROL OF BAWANY AIR PRODUCTS LIMITED**

BY

**FOSSIL ENERGY (PRIVATE) LIMITED,
UNDER SECURITIES ACT 2015**

PART A

Brief description of the intended acquisition

Intended acquisition through	Number of shares	Percentage
Agreement(s)	Not determinable at this stage	More than 50.00% of the paid-up share capital of the company
Public offer	Not determinable at this stage	To be determined after finalization of Agreement(s)

PART B

(1) Information about the Acquirer

(a) Name and address of Acquirer along with persons acting in concert, if any.

Name: Fossil Energy (Private) Limited

Address: Banglow No. 23-B, Lalazar, Off: M. T. Khan Road, Karachi, Pakistan

(b) Name of the ultimate acquirer or the ultimate controlling shareholder.

Name: Nadeem Ahmed Butt

Address: H-73, Block J-1, Block Sunflower, Johar Town, Lahore, Pakistan.

(c) Name and address of Manager to the Offer of the Acquirer.

Name: Intermarket Securities Limited

Address: 5th Floor (Ext. Block), Bahria Complex IV, Chaudary Kahliq-uz-Zaman Road, Clifton, Karachi, Pakistan

(d) Principal areas of business of the Acquirer and relevant experience.

Business of Storage of petroleum products in own storage facilities and to hospitality them to OMCs and to other Companies operating in the related field.

(e) In case the Acquirer is a fund / company:

i. Names of the chief executive and directors of the company(s)

- Salim Chamdia (Director & CEO)
- Basit Habib (Director)
- Nazia Malik (Director)

ii. Names of substantial shareholders of the company

- Nadeem Ahmed Butt
- Areeba Butt

- iii. Date of incorporation
 - 12th day of November 2012
- iv. Jurisdiction of incorporation
 - Pakistan
- v. Authorized and paid up capital
 - The Authorized Share Capital of the Company is PkR 500,000,000/- divided into 50,000,000/- Ordinary shares of PkR 10/- each
 - The Paid-up Share Capital of the Company is PkR 140,000,000/- divided into 14,000,000/- Ordinary shares of PkR 10/- each

(f) Detail of companies, where the intended Acquirer hold more than 30% voting shares.

No.	Name of Company	Registration No.	Nature Listed / Unlisted / Private	Nature of Business	Jurisdiction of Incorporation	Description held control/more than thirty % shares or both
1	Clover Pakistan Limited	0710055-8	Listed	FMCG, Commercial Importer & Lubricant	Pakistan	82.96%
2	Market786 Pvt. Ltd	4351396-4	Private	Brokerage House	Pakistan	100%
3	VOS Petroleum Limited	891202-8	Unlisted	Oil Storage Facilities	Pakistan	50%

(g) Information about ultimate beneficial owner of the intended Acquirer.

- ii. Name, CNIC, nationality and address of each person
 - Nadeem Ahmed Butt
 - 35202-1505819-7
 - Pakistani
 - H-73, Block J-1, Block Sunflower, Johar Town, Lahore, Pakistan

(h) Details of any existing holding of voting rights in the target company:

	Description	Remarks
(i)	Which the acquirer owns or over which it has control or direction	N/A
(ii)	Which is owned or controlled or directed by any person acting in concert with the acquirer(s)	N/A
(iii)	In respect of which the acquirer or any person acting in concert with him has received an irrevocable commitment to accept the takeover offer; and in respect of which the acquirer or any person acting in concert with him holds an option to purchase or warrants or other convertible securities.	N/A

- (i) All conditions (including normal conditions relating to acceptance, listing and increase of capital) to which the public offer or the posting of it is subject.
The public offer is not subject to any conditions.

PART C

(2) Information about the Target Company

- (a) Name of the target company, its directors and major shareholders along with number of shares and percentage of paid-up capital.

Name of Target Company: Bawany Air Products Limited

Directors of Target Company – The following are the directors of the Target Company as of date:

- Vali Mohammad M. Yahha (Chairman – Non Executive Director)
- M. Hanif Y. Bawany (Chief Executive Officer)
- Momiza Hanif Bawany (Executive Director)
- Mikhail Bawany (Non-Executive Director)
- Wazir Ahmed Jomezai (Non-Executive Director)
- Zakaria A. Ghaffar (Non-Executive Director)
- Siraj A. Kadir (Independent Director)

Major Shareholders of the Target Company along with number of Shares and Percentage of Paid-up Capital –

Major Shareholders	Number of Shares	Percentage of Paid-up Capital
M. Hanif Y. Bawany	1,223,096	16.30%
Momiza Hanif Bawany	443,680	5.91%

- (b) Total number of issued shares of the company
7,502,510 Ordinary shares of PkR 10/- per share

- (c) **Date of listing and offer price at the time of initial public offering**
Date of Listing: 1983
Offer Price at the time of IPO: Not available
- (d) **Opening price at securities exchange at time of listing**
Not Available
- (e) **Share price quoted on the securities exchange one day before the public announcement of intention –**
PKR 18.65/- per share.
- (f) **The weighted average share price as quoted on the securities exchange during four weeks preceding the date of public announcement of intention**
PKR 13.61/- per share
- (g) **Financial position / performance of the company for the last five years, including profit / loss after tax, earning per share, pay-outs –**

(PKR in Millions, except EPS)	June 30, 2019	June 30, 2018	June 30, 2017	June 30, 2016	June 30, 2015
Sales - net	51.91	89.09	82.70	94.43	99.63
Profit after Tax	(14.47)	(12.64)	(16.03)	(17.67)	(19.30)
EPS	(1.93)	(1.68)	(2.14)	(2.35)	(2.57)
Pay-outs	Nil	Nil	Nil	Nil	Nil

Source: Pakistan Stock Exchange/Company financials

Any questions in regard to this announcement can be directed to:

Manager to the Offer

Intermarket Securities Limited
Investment Banking Department
5th Floor (Ext. Block), Bahria Complex IV,
Chaudary Kahliq-uz-Zaman Road, Clifton, Karachi, Pakistan
PABX: +9221-111-467-000 Ext: 402, 403, 405
Email: ib@imsecurities.com.pk